HEALTH PROFESSIONS EDUCATION FOUNDATION

AUDITED FINANCIAL STATEMENTS WITH INDEPENDENT AUDITOR'S REPORT

FOR FISCAL YEAR ENDED JUNE 30, 2007

HEALTH PROFESSIONS EDUCATION FOUNDATION

JUNE 30, 2007

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INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees of Health Professions Education Foundation

I have audited the accompanying statement of financial position of the Health Professions Education Foundation (a non-profit organization) as of June 30, 2007 and related statements of activity and changes in net assets, functional expenses and cash flows for the year then ended. These financial statements are the responsibility of the Health Professions Education Foundation's management. My responsibility is to express opinion on these financial statements based on my audit.

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Health Professions Education Foundation as of June 30, 2007, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Jones and Company Professional Corporation Fontana, CA March 27, 2008

HEALTH PROFESSIONS EDUCATION FOUNDATION STATEMENT OF FINANCIAL POSITION June 30, 2007

,	Health Professions Education Fund	Mental Health Practitioner Education Fund	Practitioner Registered Nurse V		Medically Underserved Account for Physicians	Total		
Cash and cash equivalents	(\$ 27,689)	\$ 666	\$ 172	\$ 28,557	\$ 313	\$ 2,019		
Short-term investments	2,644,000	861,000	3,157,000	332,000	4,018,000	11,012,000		
Accounts receivable	0	11,070	16,190	9,875	645	37,780		
Due from other funds	37,267	11,047	40,949	4,440	52,551	146,254		
Prepaid expenses	77,039	48,502	77,016	41,502	20,000	264,059		
Total current assets	2,730,617	932,285	3,291,327	416,374	4,091,509	11,462,112		
Loan receivable	178,349	0	580,714	0	0	759,063		
TOTAL ASSETS	\$ 2,908,966	\$ 932,285	\$ 3,872,041	\$ 416,374	\$ 4,091,509	\$ 12,221,175		
Accounts payable	840,340	261	\$ 1,083,895	29,942	3,002,715	4,957,153		
Due to other funds	49,761	1,670	43,946	3,878	8,588	107,843		
Deferred revenue	755,469	0	151		114,917	870,537		
Total current liabilities	1,645,570	1,931	1,127,992	33,820	3,126,220	5,935,533		
Reserve for prepaid items	77,039	48,502	77,016	41,502	20,000	264,059		
Provisions for loan receivable	178,349	0	580,714	0	0	759,063		
TOTAL LIABILITIES	1,900,958	50,433	1,785,722	75,322	3,146,220	6,958,655		
Unrestricted	1,008,008	0	0	0	945,289	1,953,297		
Temporarily restricted	0	881,852	2,086,319	341,052	0	3,309,223		
Permanently restricted	0	0	0	0	0	0		
TOTAL NET ASSETS	1,008,008	881,852	2,086,319	341,052	945,289	5,262,520		
TOTAL LIABILITIES AND NETASSETS	\$ 2,908,966	\$ 932,285	\$ 3,872,041	\$ 416,374	\$ 4,091,509	\$ 12,221,175		

HEALTH PROFESSIONS EDUCATION FOUNDATION STATEMENT OF ACTIVITIES

June 30, 2007

	Health Professions Education Fund	Mental Health Practitioner Fund	Registered Nurse Education Fund	Vocational Nurse Education Fund	Medically Underserved Account for Physicians	Total
PUBLIC SUPPORT AND REVENUE						
Contributions	\$ 225,843	\$ 0	\$ 0	\$ 0	\$ 445,029	\$ 670,872
Grants	0	0	0	0	0	0
Operating transfer in	0	0	0	0	5,220,424	5,220,424
Surcharge	0	292,969	1,551,696	162,165	0	2,006,830
Loan repayments	12,386	0	65,709	0	0	78,095
Interest income	2,221	0	5,727	0	0	7,948
Investment income	94,902	38,215	145,154	14,464	215,731	508,466
Total public support and revenue	\$ 335,352	\$ 331,184	\$ 1,768,286	\$ 176,629	\$ 5,881,184	\$ 8,492,635
EXPENSES Program services Program Support Student Financial Aid	\$ 395,464 241,823	\$ 46,379 0	\$ 296,917 789,612	\$ 49,033 0	\$ 46,658 4,881,002	\$ 834,451 5,912,437
Managerial and general	69,787	8,185	52,397	8,653	8,235	147,257
TOTAL EXPENSES	707,074	54,564	1,138,926	57,686	4,935,895	6,894,145
Prior Period Adjustment	0	520	1,741	444	0	2,705
CHANGE IN NET ASSETS	\$ (371,722)	\$ 276,100	\$ 627,619	\$ 118,499	\$ 945,289	\$ 1,595,785
NET ASSETS AS OF BEGINNING OF YEAR	1,379,730	605,752	1,458,700	222,553	0	3,666,735
NET ASSETS AS OF END OF YEAR	\$ 1,008,008	\$ 881,852	\$ 2,086,319	\$ 341,052	\$ 945,289	\$ 5,262,520

HEALTH PROFESSIONS EDUCATION FOUNDATION STATEMENT OF FUNCTIONAL EXPENSES June 30, 2007

		Health Professions Education Fund						Mental Health Practitioner Education Fund								
	P	rogram		Management & General		Total		Total		Program		Program		ement & neral	T	otal
Salaries and wages	\$	143,890	\$	25,392	\$	169,282	\$	20,948	\$	3,697	\$	24,645				
Staff benefits		36,357		6,416		42,773		3,796		670		4,466				
Pension contributions		14,532		2,564		17,096		2,468		435		2,903				
Total Wages & Benefits		194,779		34,372		229,151		27,212		4,802		32,014				
General expense		16,602		2,930		19,532		632		112		744				
Printing		4,669		824		5,493		19		3		22				
Communications		1,850		327		2,177		294		52		346				
Postage		3,967		700		4,667		164		29		193				
Insurance		968		171		1,139		0		0		0				
Travel		9,953		1,757		11,710		212		38		250				
Training		2,467		435		2,902		144		25		169				
Facilities operation		51,325		9,057		60,382		10,817		1,909		12,726				
Professional service		48,842		8,619		57,461		1,802		318		2,120				
Departmental service		35,606		6,283		41,889		2,051		362		2,413				
Data processing		5,176		914		6,090		77		14		91				
Central admin service		16,663		2,940		19,603		2,955		521		3,476				
Major equipment		2,597		458		3,055		0	-	0		0				
Total G&A		200,685		35,415		236,100		19,167		3,383		22,550				
Student financial aid		241,823		0		241,823		0_		0_		0_				
Total expenditures	\$	637,287	\$	69,787	\$	707,074	\$	46,379	\$	8,185	\$	54,564				

HEALTH PROFESSIONS EDUCATION FOUNDATION STATEMENT OF FUNCTIONAL EXPENSES (Continued) June 30, 2007

	Registered Nurse Education Fund						Vocational Nurse Education Fund																																			
	Prog	gram	Management & General			Total Program M		Program		Management & Program General				Total																												
Salaries and wages	\$	129,036	\$	22,771	\$	151,807	\$	21,879	\$	3,861	\$	25,740																														
Staff benefits		19,712		3,479		23,191		4,459		787		5,246																														
Pension contributions		19,675		3,472		23,147		4,308		760		5,068																														
Total Wages & Benefits		168,423		29,722		198,145		30,646		5,408		36,054																														
General expense		5,442		960		6,402		1,170		207		1,377																														
Printing		3,349		591		3,940	1,486		1,486		1,486		1,486		1,486		1,486		1,486		1,486		1,486		1,486		1,486		1,486		1,486		1,486		1,486		1,486			262		1,748
Communications		2,221	392			2,613	581		581		581		581		581		581		581		581			102		683																
Postage		793		139		932	1,055		1,055			1,241																														
Insurance	0			0		0	0		0		0		0		0 0			0																								
Travel		2,309		408		2,717		20		4		24																														
Training		790		140		930		200		35		235																														
Facilities operation		53,216		9,391		62,607		7,183		1,268		8,451																														
Cons prof service - other		40,151		7,086		47,237		1,843		325		2,168																														
Departmental service		14,072		2,483		16,555	2,051			362		2,413																														
Data processing		993		175		1,168	127		127			23		150																												
Central admin service		5,158		910		6,068	2,671		2,671			471		3,142																												
Major equipment	-	0	-	0		0	0			0		0																														
Total G&A		128,494		22,675		151,169		18,387		3,245		21,632																														
Student financial aid		789,612		0		789,612		0		0		0																														
Total expenditures	\$ 1	,086,529		\$ 52,397	\$	1,138,926	\$	49,033	\$	8,653	\$	57,686																														

HEALTH PROFESSIONS EDUCATION FOUNDATION STATEMENT OF FUNCTIONAL EXPENSES (Continued) June 30, 2007

		Medically Un	derserved	Account for Pl	hysicians		Combined Total Fund Expenses						
	Pro	Program		Management & General		Total		Program		ement & neral	Total		
Salaries and wages	\$	11,632	\$	2,053	\$	13,685	\$	327,385	\$	57,774	\$	385,159	
Staff benefits		83		15		98		64,407		11,367		75,774	
Pension contributions		5,120		904		6,024		46,103		8,135		54,238	
Total Wages & Benefits		16,835		2,972		19,807		437,895		77,276		515,171	
General expense		4,304		759		5,063		28,150		4,968		33,118	
Printing		232		41		273		9,755		1,721		11,476	
Communications		386		68		454		5,332		941		6,273	
Postage		385		68		453		6,364		1,122		7,486	
Insurance		0		0		0		968		171		1,139	
Travel		14		3		17		12,508		2,210		14,718	
Training		0		0		0		3,601		635		4,236	
Facilities operation		19,903		3,512		23,415		142,444		25,137		167,581	
Cons prof service - other		1,720		304		2,024		94,358		16,652		111,010	
Departmental service		0		0		0		53,780		9,490		63,270	
Data processing		398		70		468		6,771		1,196		7,967	
Central admin service		0		0		0		27,447		4,842		32,289	
Major equipment		2,481		438		2,919		5,078		896		5,974	
Total G&A		29,823		5,263		35,086		396,556		69,981		466,537	
Student financial aid		4,881,002		0		4,881,002		5,912,437		0		5,912,437	
Total expenditures	\$	4,927,660	\$	8,235	\$	4,935,895	\$	6,746,888	\$	147,257	\$	6,894,145	

HEALTH PROFESSIONS EDUCATION FOUNDATION STATEMENT OF CASH FLOWS June 30, 2007

	Health rofessions cation Fund	Pra Ed	tal Health actitioner ducation Fund	Ec	gistered Nurse ducation Fund	ocational Nurse ducation Fund	Un Ad	Medically iderserved ecount for hysicians		Total
Operating activities										
Change in net assets	\$ (371,722)	\$	276,100	\$	627,619	\$ 118,499	\$	945,289	\$	1,595,785
Adjustments to reconcile change in net assets										
to net cash provided by operating activities										
Change in due from other funds	(32,781)		3,735		(12,560)	(1,816)		(52,551)		(95,973)
Change in prepaid expenses	(38,539)		(10,002)		(38,516)	(3,002)		(20,000)		(110,059)
Change in accounts receivable	111,518		(11,070)		5,040	(4,990)		(645)		99,853
Change in nurses loan receivable	(10,537)		(0)		(26,510)	0		0		(37,047)
Change in accounts payable	(196,240)		(187)		56,348	29,494		3,002,715		2,892,130
Change in due to other funds	(13,291)		(1,134)		14,027	1,469		8,588		9,659
Change in deferred revenue	129,477		0		(49)	0		114,917		244,345
Change in reserve for prepaid items	77,039		10,002		38,516	3,002		20,000		148,559
Change in provisions for loans receivable Net cash provided by operating activities	\$ 10,537 (334,539)	\$	267,444	\$	26,510 690,425	\$ 142,656	\$	4,018,313	\$	37,047 4,784,299
Investing activities										
Net deposits in surplus investments	 300,848		(267,000)		(691,000)	(115,000)		(4,018,000)	(2	1,790,152)
Net cash used in investing activities	300,848		(267,000)		(691,000)	(115,000)		(4,018,000)	(4	1,790,152)
Financing activities										
	 0		0		0	 0		0		0
Net cash used in financing activities	0		0		0	0		0		0
Net increase (decrease) in cash and cash equivalents	\$ (33,691)	\$	444	\$	(575)	\$ 27,656	\$	313	\$	(5,853)
Cash and cash equivalents as of beginning of year	 6,002		222		747	 901		0		7,872
Cash and cash equivalents as of end of year	\$ (27,689)	\$	666	\$	172	\$ 28,557	\$	313	\$	2,019

HEALTH PROFESSIONS EDUCATION FOUNDATION

NOTES TO FINANCIAL STATEMENTS June 30, 2007

Note 1 – Summary of Significant Accounting Policies

Organization and Nature of Activities

The Health Professions Education Foundation (the Foundation) is a non-profit, public benefit corporation created by the California Legislature in 1987. The Foundation's primary purpose is to provide scholarships and loan repayments to healthcare students who are either in school or newly licensed and ready to practice. In return for financial support, awardees contractually commit to provide one to three years of clinical service in a medically underserved area of the state.

The Foundation is a non-profit organization as described in Section 501 (c)(3) of the Internal Revenue Code and is exempt from federal and state income taxes.

Public Support and Revenue

The Foundation's programs, most of which legislatively mandated, are funded from assessments on professional licensing fees as well as grants from private foundations and contributors. The Foundation is responsible for the administration of these programs.

Recognition of Revenue: The books and records are maintained and these financial statements are prepared on the accrual method of accounting. The method accounts for revenues and expenses in the period in which they are considered to have been earned and incurred, respectively. To ensure observance of restrictions placed on the uses of resources, the accounts are expanded into funds established in accordance to their nature and purpose. The current year presented is consistent in the accounting policies used.

Net assets and revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows.

Unrestricted Net Assets: Net assets that are not subject to donor-imposed stipulations. Voluntary resolutions of the Board of Trustees and legislation making self-imposed limits are also considered unrestricted. Gains and losses are considered unrestricted unless a donor temporarily or permanently restricts their use.

Temporarily Restricted Net Assets: Net assets subject to donor-imposed stipulation that may or will be met either, by actions of the Foundation and/or the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as unrestricted.

Permanently Restricted Net Assets: Net assets subject to donor-imposed stipulations require that they be maintained permanently by the Foundation. Generally, the donors of these assets permit the Foundation to use all or part of the income earned on any related investment for general or specific purposes.

Contributed Services

During the fiscal year ended June 30, 2007, the value of contributed services meeting the requirements for recognition in the financial statements was not material. No objective basis is available to measure the value of services and has not been recorded. In addition, many individuals volunteer their time and perform a variety of tasks that assist the Foundation with management and program activities.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles required the use of management's estimates.

Cash and Cash Equivalents

The Foundation considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents for purposes of the statement of cash flows excluded permanently restricted cash and cash equivalents.

Property and Equipment

The Foundation's fixed assets are accounted for in the general fixed asset account group of the state of California.

Financial Statement Presentation

The Foundation is required to report information regarding the financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets and permanently restricted net assets.

Note 2 – Investment Fund

The Foundation invests excess cash funds in the Surplus Money Investment Fund (SMIF). All of the resources of SMIF are invested through the Pooled Money Investment Account (PMIA). The PMIA investment program is designated by the Pooled Money Investment Board and is administered by the office of the State Treasurer. As of June 30, 2007, the Foundation had invested funds in the SMIF in the amount of \$11,012,000.

Additional disclosure detail required by Government Accounting Standards Board (GASB) Statement No. 3, No. 31, No. 40, and GASB Technical Bulletin 94-1, regarding cash deposits and investments are presented in the financial statements of the State of California for the fiscal year ended Junes 30, 2007.

In the prior year, the Foundation maintained accounts for checking and investment funds deposited in outside private institutions. In December 2007, the outside accounts were closed and these funds which

consisted of a combination of stock, mutual funds and treasury bills were transferred to the SMIF. Below is a detail of funds transferred into the SMIF in December 2006

Bank of America	\$	6,011
Merrill Lynch		641,844
UBS/Piper Jaffrey	_2	,118,402

\$ 2,766,257

Note 3 – Operation Lease Commitment

The Foundation entered into a month-to-month lease with the Office of Statewide Health Planning and Development (OSHPD).

Note 4 – Employee Retirement Plan

The Foundation's eligible employees participate in the California Public Employees Retirement System (CalPERS), an agent multiple-employer retirement system that acts as a common investment and administrative agent for participating state and local government agencies. Since all state agencies are considered collectively to be a single employer, the actuarial present value of vested and non-vested accumulated plan benefits attributable to the Fund's employees cannot be determined. The significant actuarial assumptions used to compute the actuarially determined state contribution requirements are the same as those used to compute the state pension benefit obligation as defined by CalPERS. The state charges the Program for its share of the required contributions. For the fiscal year ended June 30, 2007 the Foundation's contributions to CalPERS was \$54,238. Participant contributions range from zero to six percent of their salary depending on the tier of participation.

Generally, full-time and permanent part-time employees are eligible to participate in CalPERS. Depending upon the plan option selection, benefits vest after five or ten years of services. Participants are eligible for the service retirement after age of 50 or 55 and must have five or ten years of CalPERS credited service, depending upon the tier of participation. Upon retirement, participants are entitled to an annual retirement benefit payable monthly for life based on their highest average monthly salary over any 12-month period within their last 36 months of employment, times a benefit factor of 0.50 to 2.418% depending on retirement age, years of credited service and the tier of participation. CalPERS also provides death and disability benefits to covered participants. These benefit provisions and all other requirements are established by state statute.

CalPERS issues a separate comprehensive annual financial report that includes financial statements and required supplementary information. Copies of the CalPERS annual financial report may be obtained from the CalPERS Executive Office, 400 P Street, Sacramento, CA 95814.

Note 5 – Deferred Revenue

Deferred revenue represents registered nurse licensing fees as resources received in advance that do not apply to the current year and should be recognized as liabilities to the extent that the earnings process has not been completed.

Note 6 – Due to/from Other Funds

Due to/from other funds represent advances received from other funds or agencies within the State of California. Advances represent services not yet performed, as well as refunds due to other funds and agencies.

Note 7 – Grants

Scholarship grants are recognized when the awardees are notified. Grants that are paid over several years are recognized in full. A number of awardees elect not to receive the funds and this is reported as Other Source of Funds when the award is removed.

Awardees are required to work in a position in an area designated as underserved. If an awardee breaches his/her obligation, funds must be repaid. Fund to be repaid are recorded as a receivable. A provision for loans receivables of equal value is recorded and the loan repayment is recognized when received.

Note 8 – Other Sources of Revenue

The reverted appropriations are made up of reversals to prior year encumbrances accrued. Scholarship funding is encumbered when the award letter is sent. If the award is declined or the student's financial need has changed, an adjustment to the encumbrance is made.

Note 9 – Prepaid Expenses

The Foundation's prepaid expenses represent amounts paid to the Architectural Revolving Fund within the State of California to cover the costs associated with moving the Foundation's offices to the current location.

Note 10 – Functional Allocation of Expenses

The costs of providing the various programs and activities have been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Note 11 – Prior Period Adjustments

The prior period adjustments to fund balance of the mental health practitioner, registered nurse and vocation nurse education funds are expenditures charged to the funds by the State Controller but are recorded to appropriations outside of OSHPD. The State Controller recorded these as adjustments that reduce cash and charge fund balance directly.